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REFERENCE. VENDOR PAYMENT  
FCC FILING FOR APPLICATION FOR AUTHORITY  
TO TRANSFER CONTROL OF TCC LICENSES

70-2382/719

No. 10127184

February 02, 1998

PAY \*\*\*\*\*Seven Hundred Forty Five and 00/100 IN US DOLLARS\*\*\*\*\*

\$745.00

IN U.S. DOLLARS

TO THE  
ORDER  
OF

FEDERAL COMMUNICATIONS  
COMMISSION  
COMMON CARRIER ENFORCEMENT DIV.  
P.O. BOX 358400  
PITTSBURG, PA 15251-5800

AT&T Corp.

*Edward M. Dwyer*

Authorized Signature

The Northern Trust Company  
Chicago, IL 0710 Payable Through  
Northern Trust Bank/DuPage, Oak Brook, IL  
Account No. 31372621

⑈ 10127184 ⑆ 071923828⑆031372621⑈

⑈0000074500⑈

FCC MAIL

DEC 03 1998 10127184

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b>		APPROVED BY OMB 3080-0560
(1) LOCKBOX # 358115		PAGE NO. 1 OF 1		
<b>SECTION A - PAYER INFORMATION</b>				
(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card) AT&T Corp.			(3) TOTAL AMOUNT PAID (dollars and cents) \$ 745.00	
(4) STREET ADDRESS LINE NO. 1 32 Avenue of the Americas			LTC-98-104-TC	
(5) STREET ADDRESS LINE NO. 2				
(6) CITY New York		(7) STATE NY	(8) ZIP CODE 10013	
(9) DAYTIME TELEPHONE NUMBER (include area code)		(10) COUNTRY CODE (if not in U.S.A.)		
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 157-C)				
<b>SECTION B - APPLICANT INFORMATION</b>				
(11) APPLICANT NAME (If paying by credit card, enter name exactly as it appears on your card)				
(12) STREET ADDRESS LINE NO. 1				
(13) STREET ADDRESS LINE NO. 2				
(14) CITY		(15) STATE	(16) ZIP CODE	
(17) DAYTIME TELEPHONE NUMBER (include area code)		(18) COUNTRY CODE (if not in U.S.A.)		
COMPLETE SECTION C FOR EACH SERVICE IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 157-C)				
<b>SECTION C - PAYMENT INFORMATION</b>				
(18A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC) C U T	(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 745.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
(18B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	
(23B) FCC CODE 1		(24B) FCC CODE 2		
(18C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	
(23C) FCC CODE 1		(24C) FCC CODE 2		
(18D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	
(23D) FCC CODE 1		(24D) FCC CODE 2		

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
)  
Teleport Communications Group, Inc. )  
)  
Transferor, )  
)  
AT&T Corp. )  
)  
Transferee, )  
)  
Application for Authority Pursuant to )  
Section 214 of the Communications Act )  
of 1934, as amended, for Transfer of )  
Control of Authorization to Provide )  
International Facilities-Based and Resold )  
Communications Services )

File No. I-T-C-98-104-TC

Ce 98-24

**APPLICATION FOR AUTHORITY TO TRANSFER CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, Teleport Communications Group Inc. ("TCG") and AT&T Corp. ("AT&T") hereby request authority to transfer control of TCG's Section 214 authorizations to AT&T.

TCG, through its wholly owned subsidiaries, currently holds Section 214 authority to operate as an international facilities-based and/or resale carrier between the United States and all foreign points. See File No. I-T-C-96-002, granting TC Systems, Inc., authority to operate as

reseller of international switched services;<sup>1</sup> File No. I-T-C-96-654(TC), granting application for transfer of control to TCG of Eastern TeleLogic Corporation, which holds Section 214 authority to provide international resale services;<sup>2</sup> and File No. I-T-C-97-506, granting TCG America, Inc., authority to operate as an international facilities-based and resale carrier in accordance with Section 63.18 of the Commission's Rules.<sup>3</sup> Additionally, by application received by the FCC on December 23, 1997 (ITC-98-010-TC), TCG sought FCC consent for TCG's acquisition of control of ACC Network Corp. ("ACC"), which also holds various authorizations under Section 214.<sup>4</sup>

By the instant application, TCG and AT&T request that the FCC consent to the transfer of control to AT&T of TCG's Section 214 authorizations, including the Section 214 authorizations held by ACC. As described more fully below, approval of the proposed transfer of control will serve the public interest by promoting competition among providers of telecommunications services. The combined financial resources and complementary management

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<sup>1</sup> See Overseas Common Carrier Section 214 Application Actions Taken, *Public Notice*, Report # I-8151 (rel. March 7, 1996).

<sup>2</sup> See Eastern Telelogic Corporation, *Memorandum Opinion, Order, and Authorization*, File No. I-T-C-96-654(TC), DA 97-79 (rel. Jan. 15, 1997).

<sup>3</sup> See Overseas Common Carrier Section 214 Application Actions Taken, *Public Notice*, DA 97-2206 (rel. Oct. 16, 1997).

<sup>4</sup> See FCC File Nos. ITC-92-131 (June 16, 1992); ITC-92-138 (June 16, 1992); ITC-92-139 (June 16, 1992); ITC-93-221 (July 31, 1993); ITC-94-413 (Sept. 11, 1994); ITC-94-414 (Sept. 11, 1994); ITC-95-102 (Feb. 21, 1995); ITC-95-103 (Feb. 21, 1995); ITC-95-104 (Feb. 21, 1995); ITC-95-105 (Feb. 21, 1995); ITC-95-106 (Feb. 21, 1995). See also ITC-93-034 (Feb. 25, 1994); ITC-93-035 (Oct. 6, 1994); ITC-95-081 (Mar. 22, 1995); ITC-97-060 (Mar. 18, 1997); ITC-97-415 (Sept. 23, 1997) and ITC-91-186 (Sept. 30, 1991) (Vista International Communications, Inc.); File No. 97-763-TC (filed Dec. 4, 1997) (US WATS, Inc.).

skills, network facilities, and market capabilities of TCG and AT&T will enhance their collective ability to provide international telecommunications services to consumers.

**I. Description of the Transaction**

TCG and AT&T have executed an Agreement and Plan of Merger (the "Plan of Merger") that calls for the transfer of control of TCG to AT&T. Pursuant to the Plan of Merger, the proposed transfer of control of TCG will be accomplished through a transaction whereby TA Merger Corp., a newly-formed, wholly-owned Delaware subsidiary of AT&T will merge with and into TCG, at which time TCG will become a wholly owned subsidiary of AT&T. The surviving Delaware corporation will continue under the name Teleport Communications Group Inc. A diagram depicting the proposed transaction is included with this request as Attachment 1.

At the time of the merger, shareholders of TCG will receive, in exchange for each of the issued and outstanding shares of TCG, shares of AT&T common stock, according to a formula agreed to by the parties and specified in the Plan of Merger. As a result, the proposed merger will result in a change in the ultimate owners of Teleport Communications Group Inc., but will not involve any immediate change in the manner in which TCG currently provides service to its customers.

**II. Information Required by Section 63.18**

Pursuant to Section 63.18(e)(5) of the Commission's Rules, TCG and AT&T submit the following information:

**(a) Name and Address of Applicant:**

Teleport Communications Group Inc.  
One Teleport Drive  
Staten Island, NY 10311  
(718) 355-2000

**Name and Address of Transferee:**

AT&T Corp.  
32 Avenue of the Americas  
New York, New York 10013-2412

**(b)** TCG is a corporation organized under the laws of the state of Delaware. AT&T is a corporation organized under the laws of the state of New York.

**(c) Correspondence concerning this application should be sent to:**

For TCG: J. Manning Lee, Esq.  
Vice President, Regulatory Affairs  
Teleport Communications Group Inc.  
Two Teleport Drive, Suite 300  
Staten Island, NY 10311  
(718) 355-2671 (Telephone)  
(718) 355-4876 (Facsimile)

with a copy to:

Teresa Marrero, Esq.  
Senior Regulatory Counsel-Federal  
Teleport Communications Group Inc.  
Two Teleport Drive, Suite 300  
Staten Island, NY 10311  
(718) 355-2939 (Telephone)  
(718) 355-4876 (Facsimile)

For AT&T: Mark C. Rosenblum, Esq.  
Vice President, Law and Public Policy  
AT&T Corp.  
295 North Maple Avenue  
Basking Ridge, NJ 07920  
(908) 221-3539 (Telephone)  
(908) 953-8360 (Facsimile)

with a copy to:

Mark D. Schneider, Esq.  
Sidley & Austin  
1722 Eye Street, N.W.  
Washington, DC 20006  
(202) 736-8058 (Telephone)  
(202) 736-8711 (Facsimile)

(d) TCG's subsidiary, TC Systems, Inc., is authorized to operate as a reseller of international switched services. File No. I-T-C-96-002. TCG's subsidiary, Eastern TeleLogic Corporation, is authorized to provide international resale services. File No. I-T-C-96-654(TC). TCG's subsidiary, TCG America, Inc., is authorized to operate as an international facilities-based and resale carrier in accordance with Section 63.18 of the Commission's Rules. File No. I-T-C-97-506. A description of the Section 214 authorizations granted to AT&T is included as Attachment 2 to this Application.

(e) Pursuant to this Application, TCG seeks authorization to transfer control of TCG's Section 214 authorizations to AT&T.

(f) Not applicable.

(g) Not applicable.

(h) A description of AT&T's affiliation with foreign carriers defined in Section 63.18(h)(1) of the Commission's Rules is included herewith as Attachment 3. AT&T further certifies that it has no affiliation with any U.S. facilities-based international carrier whose facilities-based services it plans to resell. Pursuant to Section 63.18(h)(2) of the Commission's Rules, AT&T reports that it has no shareholders that own or control ten percent or greater, directly or indirectly, of the shares of AT&T's stock. Information concerning the directors of AT&T's affiliated foreign carriers under Section 63.18(h)(1) also is included in Attachment 3.

(i) AT&T has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which it serves. AT&T certifies it will not enter into such agreements in the future.

(j) AT&T certifies that no party to its Application is subject to a denial of Federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988.



### **III. Public Interest Considerations**

AT&T's acquisition of TCG will clearly and demonstrably benefit the public interest by increasing competition in the market for telecommunications services.

While AT&T is a vigorous and effective non-dominant competitor in the long distance marketplace, it has thus far been highly dependent on Incumbent Local Exchange Carrier ("ILEC") systems and facilities in its efforts to enter the market for local exchange services and bring the benefits of vigorous competition to that market. Unfortunately, since the passage of the 1996 Telecommunications Act, AT&T has experienced a number of technical, economic and practical difficulties in entering the market for competitive local exchange services because it was heavily reliant on the use of ILEC systems and facilities. Accordingly, AT&T's ability to provide robust competitive local exchange services will be significantly enhanced if AT&T has alternative local infrastructure available to it and within its control and management.

Although it is the nation's largest competitive local exchange carrier, TCG is today dwarfed -- in revenues and available capital -- by the formidable ILEC competitors that it faces in its local markets. Those carriers today continue to control the market for local exchange services, nearly two years after the passage of the 1996 Telecommunications Act, and over ten years since TCG entered the local telecommunications market.

AT&T's acquisition of TCG holds great promise for the development of facilities-

based local competition by taking full advantage of the complementary aspects of AT&T's long distance and wireless networks and marketing expertise and TCG's local fiber optic and broadband wireless capabilities and rights-of-way. The merger signifies AT&T's commitment to investment in local facilities, and thus facilitates AT&T's goal of bringing competition and choice to local markets.

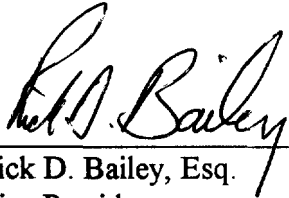
In the near term, AT&T expects that the acquisition of TCG will accelerate and expand AT&T's provision of facilities-based local exchange service, primarily to business customers and to multiple dwelling units in high density markets currently served by TCG. AT&T also expects that the acquisition of TCG will enhance AT&T's ability to provide end-to-end service to broader classes of customers by enabling AT&T to tap the experience and expertise of TCG's management team to lead AT&T's overall local entry strategy for business and residence customers.

## Conclusion

A grant of this application will serve the public interest, convenience, and necessity because it will promote competition in the provision of international telecommunications services and thereby advance the goals of the Commission's international telecommunications policies. Accordingly, for the reasons stated above, it is respectfully requested that the Commission grant this application.

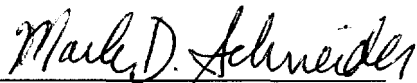
Respectfully submitted,

AT&T Corp.



Rick D. Bailey, Esq.  
Vice President  
Federal Government Affairs  
AT&T  
1120 20th Street, N.W.  
Washington, D.C. 20036

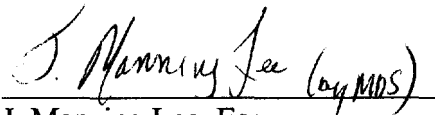
Mark C. Rosenblum, Esq.  
Vice President  
Law and Public Policy  
AT&T  
295 North Maple Avenue  
Basking Ridge, NJ 07920



Mark D. Schneider, Esq.  
Sidley & Austin  
1722 Eye Street, N.W.  
Washington, D.C. 20006  
(202) 736-8058

*Counsel for AT&T*

Teleport Communications Group Inc.

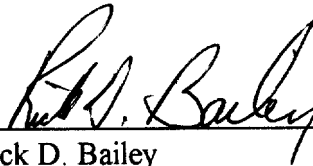


J. Manning Lee, Esq.  
Teresa Marrero, Esq.  
Teleport Communications Group, Inc.  
Two Teleport Drive, Suite 300  
Staten Island, N.Y. 10311

*Counsel for TCG*

SECTION 1.2001 CERTIFICATION

On behalf of AT&T Corp., and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§1.2001-1.2003, I hereby certify that neither Applicant nor any party to this Application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853(a).



Rick D. Bailey  
Vice President, Federal Government Affairs  
AT&T  
1120 20th Street, N.W.  
Washington, DC 20036

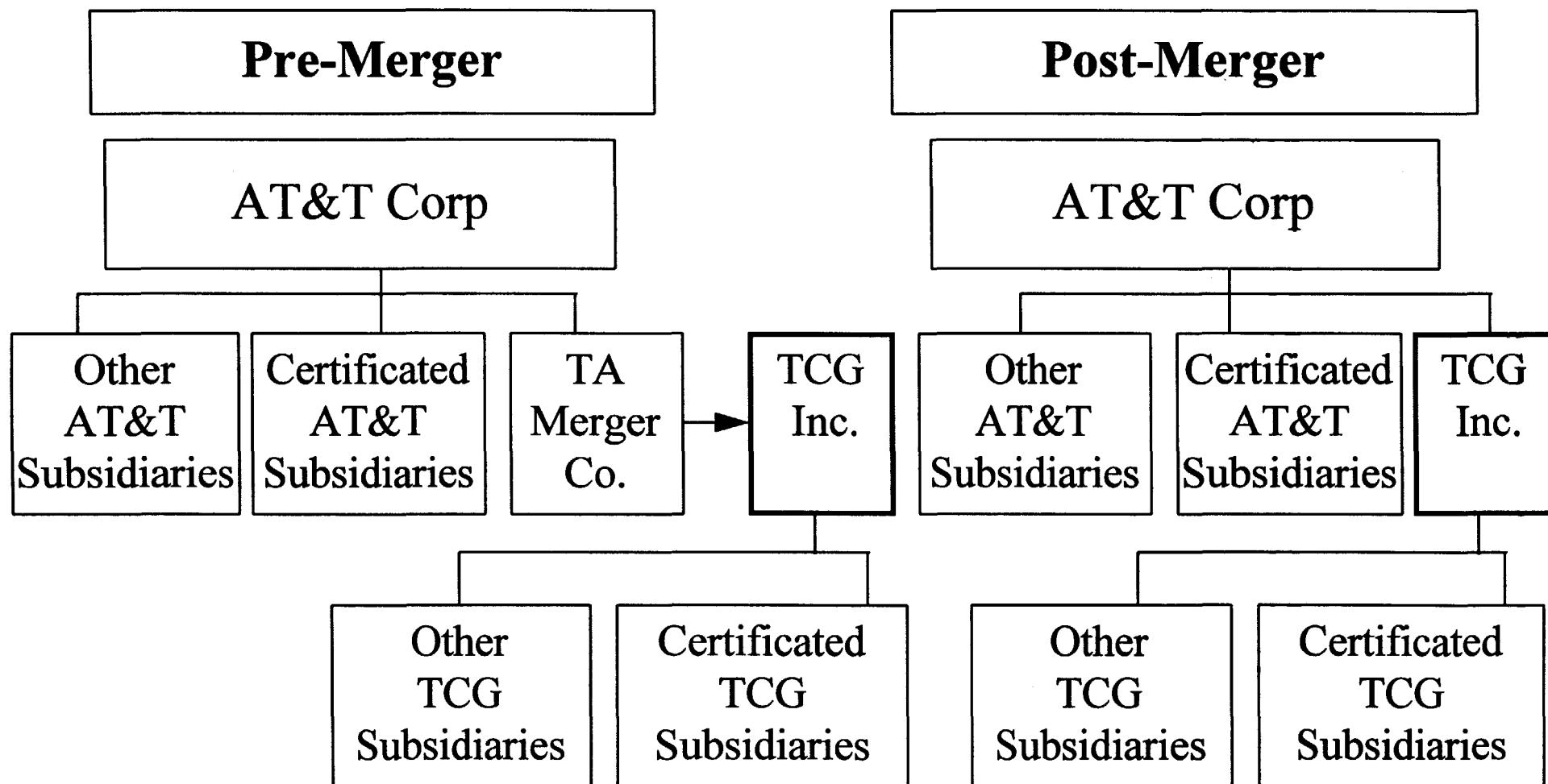
Dated: \_\_\_\_\_

2/3/98

**Attachment 1**

**THE PROPOSED TRANSACTION**

# Proposed Transfer of Control of Teleport Communications Group Inc. to AT&T



Attachment 2

SECTION 214 AUTHORIZATIONS

### AT&T Section 214 Authorizations

Since January 1, 1984, AT&T has been granted numerous Section 214 authorizations by the FCC. The file numbers of these grants of Section 214 authority include:

ITC-94-081 (Feb. 26, 1996)  
ITC-93-162 (Jan. 30, 1995)  
ITC-94-061 (Feb. 25, 1994)  
ITC-93-062 (July 16, 1993)  
ITC-93-090 (June 23, 1993)  
ITC-92-179 (Nov. 27, 1992)  
ITC-92-053 (Aug. 19, 1992)  
ITC-91-135 (Jan. 13, 1992)  
ITC-91-136 (Jan. 10, 1992)  
ITC-91-191 (Dec. 5, 1991)  
ITC-90-163 (Dec. 28, 1990)  
ITC-90-097 (Dec. 10, 1990)  
ITC-90-072 (Dec. 10, 1990)  
ITC-90-081 (Dec. 10, 1990)  
ITC-89-086 (Nov. 15, 1989)  
ITC-89-129 (Sept. 28, 1989)  
ITC-88-216 (Feb. 13, 1989)  
ITC-88-214 (Nov. 21, 1988)  
ITC-88-182 (Oct. 17, 1988)  
ITC-88-039 (Sept. 16, 1988)  
ITC-88-071 (Sept. 15, 1988)  
ITC-88-080 (Aug. 9, 1988)  
ITC-87-099 (April 12, 1988)  
ITC-87-109 (Oct. 28, 1987)  
ITC-87-077 (June 26, 1987)  
ITC-86-180 (April 6, 1987)  
ITC-86-105 (Oct. 8, 1986)  
ITC-86-019 (Dec. 31, 1985)  
ITC-84-072 (June 8, 1984)

Through the grants of these authorizations and others by the FCC, AT&T and its subsidiaries provide telecommunications services in the United States and throughout the world.



Attachment 3

FOREIGN AFFILIATES - SECTION 63.18(h)(1)

**AT&T AFFILIATES AS DEFINED IN 47 C.F.R. § 63.18(h)**

<b><u>COUNTRY</u></b>	<b><u>ENTITY/VENTURE</u></b>	<b><u>% INTEREST</u></b>
<b>Canada</b>		
	AT&T Canada Long Distance Services Company ("formerly, "Unitel Communications Inc.")	33%
<b>Mexico</b>		
	Alestra S. de R.L. de C.V. (formerly "Servicios Telefonicos de la Republica S. de R.L. de C.V.")	49%
<b>Philippines</b>		
	Subic Telecommunications Company, Inc.	40%
<b>United Kingdom</b>		
	AT&T Communications (UK) LTD.	100%

The directors of AT&T and these affiliates are provided on the following pages. Additionally, AT&T has other subsidiaries and affiliates that are authorized and provide communications services in other countries but that have not previously qualified under the definition contained in Section 63.18(h). Nevertheless, these companies are identified following the list of officers and directors.

Directors of AT&T

C. Michael Armstrong  
Robert E. Allen  
Kenneth T. Derr  
M. Kathryn Eickhoff  
Walter Y. Elisha  
George M.C. Fisher  
Donald V. Fites  
Ralph S. Larsen  
Donald F. McHenry  
Michael I. Sovern  
Thomas H. Wyman  
John D. Zeglis

Directors of Alestra S. de R.L. de C.V.

James Pagos  
Dennis Carey  
Carol Knauff  
George Foyo  
Dionisio Garza Medina  
Eugenio Garza Laguera  
Ricardo Guajardo Touche  
Alfonso Gonzalez Migoya  
Peter T. Hutchison McDowall

Directors of AT&T Canada Long Distance Services Company

Peter Barnes  
George Glover  
Karen Jeisi  
Allan H. Michell  
Albert E. Wahbe  
The Honorable Barbara McDougall  
Sydney R. (Bud) McMorran  
Guy Savard

Directors of AT&T Communications (UK) LTD

Walter G. DeSocio  
J. A. C. Macfarlane  
Derek S. Hall  
Nelson A. Murphy  
Dennis Roth

Directors of Subic Telecommunications Company, Inc.

Ramon S. Santiago  
Ferdinand M. Aristorenas  
George N. Lim  
Dave Ferguson  
Gregg Marshall

**AT&T'S ENTITIES & VENTURES -  
INTERNATIONAL OPERATIONS**

<b><u>COUNTRY</u></b>	<b><u>ENTITY/VENTURE</u></b>	<b><u>% INTEREST</u></b>
<b>Argentina</b>		
	AT&T Servicios de Comunicaciones Argentina S.A.	100%
<b>Australia</b>		
	AT&T Communications Services Australia Pty. Limited	100%
	AT&T EasyLink Services Australia Ltd.	51%
<b>Austria</b>		
	AT&T Communications Services Austria Ges.m.b.H. (formerly " AT&T ISTEEL & Co. GmbH")	100%
<b>Bahrain</b>		
	AT&T Communications Services Gulf States Inc.	100%
<b>Belgium</b>		
	AT&T Communications Services S.A./N.V.	100%
<b>Brazil</b>		
	AT&T Servicios de Comunicacoes Brasil Ltda.	100%
<b>Canada</b>		
	AT&T Canada Enterprises Inc. (formerly "AT&T Canada Inc.")	100%
	AT&T Canada Long Distance Services Company (formerly, "Unitel Communications Inc.")	33%
	AT&T Canada Cross Border Services Inc. (formerly "AT&T Communications Services Canada Inc.")	100%
	Eastern Telephone & Telegraph Co.	100%
	Unitel Communications Holdings Inc.	33%
	Unitel Newfoundland	50%
<b>Chile</b>		
	AT&T Chile S.A.	100%
	AT&T Servicios de Comunicaciones Chile Limitada	100%
	EasyMail Chile S.A.	39%
<b>China</b>		
	AT&T China, Inc.	100%
<b>Colombia</b>		
	AT&T Colombia S.A. (formerly "AT&T Communications Services Colombia S.A.")	100%
	Celular Movil de Colombia, S.A.	12.5%
	Celurnovil de la Costa, S.A.	12.5%
<b>Costa Rica</b>		
	AT&T Servicios de Comunicacion de Costa Rica S.A.	100%
<b>Cuba</b>		
	Cuban American Telephone & Telegraph Company	100%

<b>Cyprus</b>		
	AT&T Communications Services Cyprus Limited	100%
	AT&T Communications Services Overseas Limited	100%
<b>Czech Republic</b>		
	AT&T Communications Services s.r.o.	100%
	Telesource (Partnership)	33%
<b>Denmark</b>		
	AT&T Communications Services Danmark A/S	100%
<b>Dominican Republic</b>		
	AT&T Dominicana, C. por A. (formerly "AT&T Communications Services") Dominicana C. por A.")	100%
<b>Ecuador</b>		
	AT&T Comunicaciones S.A.	100%
	Otecel Telefonía Celular S.A.	20%
<b>Egypt</b>		
	AT&T Mediterranean Ltd.	100%
	AT&T Egypt Ltd.	100%
<b>El Salvador</b>		
	AT&T Communications Services de El Salvador S.A. de C.V.	100%
<b>Finland</b>		
	AT&T Finland Oy	100%
<b>France</b>		
	AT&T France S.A.	100%
	Dataid Peat Marwick Systems S.A.	49%
	Distrimatel S.A.R.L.	100%
<b>Germany</b>		
	AT&T Communications Services Deutschland GmbH	100%
	Mannesmann Achte Verwaltungsgesellschaft mbh ("MW GmbH")	15%
	Mannesmann GmbH & Co. Beteiligungs KG ("MW KG")	15%
	Mannesmann ARCOR AG ("ARCOR AG")	7.47%
	Mannesmann ARCOR AG & Co. KG ("ARCOR KG")	7.47%
<b>Greece</b>		
	AT&T Mediterranean Ltd.	100%
<b>Guam</b>		
	Transoceanic Communications, Incorporated	100%
<b>Guatemala</b>		
	AT&T Servicios de Comunicaciones de Guatemala, S.A.	100%

<b>Hong Kong</b>	
AT&T China, Inc.	100%
AT&T Easylink Services Asia/Pacific Ltd.	100%
AT&T Asia/Pacific Group Limited (formerly "AT&T Hong Kong Ltd.")	100%
Grand Pastures, Ltd.	100%
Ricsson Information (Hong Kong) Limited	35%
SmarTone Mobile Communications Ltd.	16.67%
<b>Hungary</b>	
AT&T Communications Services Hungary Kft.	100%
<b>India</b>	
AT&T Communication Services India Pvt. Ltd.	100%
AT&T India Ltd.	100%
Birla AT&T Communications Limited (formerly "Birla Communications Limited")	49%
Birla Telecom Ltd.	39%
<b>Indonesia</b>	
AT&T Communications Services Asia/Pacific Inc.	100%
<b>Ireland</b>	
AT&T Communications Services Ireland Ltd.	100%
<b>Israel</b>	
AT&T Mediterranean Ltd.	100%
Goldnet (Partnership)	38%
<b>Italy</b>	
AT&T Communications Services Italia S.p.A. (formerly "AT&T Network Systems Italia s.r.l.")	100%
<b>Jamaica</b>	
Jamaica Digiport International Ltd.	35%
Transoceanic Communications, Incorporated	100%
<b>Japan</b>	
AT&T Japan Ltd. (formerly "AT&T Communications Services Japan Ltd.")	100%
AT&T Jens Corporation	66.7%
AT&T Software Japan Ltd.	80%
<b>Kenya</b>	
AT&T Communications Services Africa Inc.	100%
<b>Korea</b>	
AT&T Communications Korea Ltd.	100%
AT&T Global communications Services Inc.	100%
<b>Kuwait</b>	
AT&T Communications Services Gulf States Inc.	100%
<b>Luxembourg</b>	
AT&T Luxembourg S.A.	100%
<b>Malaysia</b>	
AT&T Communications Services Malaysia Sdn. Bhd.	100%

<b>Mauritius</b>	
AT&T Cellular Private Limited	100%
AT&T Mauritius Private Limited	100%
<b>Mexico</b>	
AT&T Communications Americas, Inc.-Mexico Branch Office	100%
AT&T de Mexico, S.A. de C.V. (formerly "AT&T Servicios de Telecomunicaciones de Mexico S.A. de C.V.")	100%
Alestra S. de R.L. de C.V. (formerly "Servicios Telefonicos de la Republica S. de R.L. de C.V.")	49%
<b>Midway Islands</b>	
Transoceanic Communications, Incorporated	100%
<b>Netherlands</b>	
AT&T Communications Services Nederland B.V.	100%
AT&T Unisource Communications Services N.V. (formerly "Uniworld N.V.")	40%
AT&T Unisource Communications Services V.O.F. (formerly "Uniworld V.O.F.")	39.96%
<b>Norway</b>	
AT&T Norge A/S	100%
<b>Panama</b>	
AT&T Communications Services de Panama S.A.	100%
<b>Philippines</b>	
AT&T Communications Services Philippines Inc.	100%
Subic Telecommunications Company, Inc.	40%
<b>Poland</b>	
AT&T Communications Services Polska Sp. z o.o.	100%
<b>Puerto Rico</b>	
AT&T of Puerto Rico Inc.	100%
<b>Russia</b>	
AT&T CIS Ltd. - Russia Representative Office	100%
A/O Telmos	40%
ROSNET International J.S.C.	55%
<b>Saudi Arabia</b>	
AT&T Communications Services Gulf States Inc	100%
<b>Singapore</b>	
AT&T Singapore Pte. Ltd. (formerly "AT&T Communications Services Singapore Pte. Ltd.")	100%
<b>South Africa</b>	
AT&T Communications Services South Africa (Proprietary) Limited	100%
<b>Spain</b>	
AT&T Espana, S.A.	100%



<b>Sweden</b>		
	AT&T Communications Services Sweden AB	100%
<b>Switzerland</b>		
	AT&T International, S.A.	100%
<b>Taiwan</b>		
	AT&T Communications Services Taiwan Inc.	100%
	Far EastOne Telecoms Ltd.	14.2%
<b>Thailand</b>		
	AT&T Communications Services Thailand Ltd.	100%
<b>Turkey</b>		
	AT&T Mediterranean Ltd.	100%
	AT&T Communications Services Ltd.	100%
<b>Ukraine</b>		
	AT&T Communications Services Ukraine Ltd.	100%
	UTEL	19.5%
<b>United Arab Emirates</b>		
	AT&T Communications Services Gulf States Inc	100%
<b>United Kingdom</b>		
	Abbey Business Consultants Limited (Dormant)	100%
	ABC TravelBank Limited	50%
	AI Deritend Limited (Dormant)	100%
	AT&T Business Communications Europe Ltd.	100%
	AT&T Communications (UK) Ltd.	100%
	AT&T Global Services	100%
	AT&T ISTEEL	100%
	AT&T Limited	100%
	AT&T (UK) Holdings Limited	100%
	AT&T (UK) LTD.	100%
	Belmin Systems Limited (Dormant)	100%
	BL Systems Limited (Dormant)	100%
	Computer Systems Development (CSD) Limited (Dormant)	100%
	Computise Limited	100%
	CSD (UK) Limited	100%
	DCB Systems Limited (Dormant)	100%
	Facilities Management Services Limited (Dormant)	100%
	Global Communications Services	100%
	InView Limited	100%
	Mycrom Computers Limited (Dormant)	100%
	CSD (UK No. 2) Limited	
	(formerly "Personal Networking Limited")	100%
	The Exchange Network Services Limited	33%
	The Insurance Trading Exchange Limited	33%
	VIEWTEL Holdings Limited (Dormant)	100%
	W. P. Associates Limited (Dormant)	100%